

# **Exhibit A**



FPM Group, Ltd.  
FPM Engineering Group, P.C.  
*formerly Fanning, Phillips and Molnar*

CORPORATE HEADQUARTERS  
909 Marconi Avenue  
Ronkonkoma, NY 11779  
631/737-6200  
Fax 631/737-2410

January 6, 2017

Mr. Robert S. Rosenfeld  
Chief Restructuring Officer  
Dowling College  
150 Idle Hour Blvd.  
Oakdale, NY 11769

Re: **Dowling College**  
**Development of 105 Acres in Brookhaven**

Dear Mr. Rosenfeld:

Please consider this a second addendum to the retention agreement, dated December 6, 2016, between FPM Group and Dowling College (the "Retention Agreement"). The purpose of this second addendum is to clarify the source of FPM Group's payment.

For professional services rendered and expenses incurred by FPM Group pursuant to the Retention Agreement, FPM Group shall be paid by Dowling College<sup>1</sup>, which compensation shall be subject to approval of the Bankruptcy Court upon notice a hearing pursuant to Sections 330 and 331 of Title 11 of the United States Code, the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Eastern District of New York, the United States Trustee fee guidelines, and such other procedures as may be fixed by order of the Bankruptcy Court.

Sincerely,

A handwritten signature in black ink, reading "Kevin J. Phillips".

Kevin J. Phillips, PE, Ph.D.  
CEO  
FPM Group, Ltd.

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<sup>1</sup> At the time of drafting the Retention Agreement, it was FPM Group's understanding that Oppenheimer and ACA would fund the work that FPM Group would perform.

AGREED AND ACCEPTED

Accepted for FPM Group

A handwritten signature in black ink, reading "Kevin J. Phillips". The signature is written in a cursive style with a large, stylized "K" and "P".

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Dr. Kevin J. Phillips, P.E.

Accepted for Dowling College

/s/ Robert S. Rosenfeld

Robert S. Rosenfeld  
Chief Restructuring Officer